



## **RHYTHMIC GYMNASTICS MANITOBA INC.**

### **BY-LAW NO. 6**

By-law #1 ratified May 27<sup>th</sup>, 1997  
By-law #2 ratified 31<sup>st</sup>, 1999  
By-law # 2 ratified 29<sup>th</sup>, 2001  
By-law #3 ratified September 7<sup>th</sup>, 2003  
By-law #4 ratified June 24<sup>th</sup>, 2005  
By-law #5 ratified June 26<sup>th</sup>, 2007  
By-law #6 ratified June 29<sup>th</sup>, 2009

**RHYTHMIC GYMNASTICS MANITOBA Inc.**

**BY-LAW NO. 6**

A by-law relating generally to the conduct of the affairs of the Rhythmic Gymnastics Manitoba Inc. incorporated by Certificate of Incorporation under the provisions of The Corporations Act of Manitoba on the 28<sup>th</sup> day of 1982, as a voluntary non-profit organization.

BE IT ENACTED AND IT IS HEREBY ENACTED as a by-law of Rhythmic Gymnastics Manitoba Inc. (hereinafter called the “Association”) as follows:

ARTICLE 1 - DEFINITIONS

1.01 In this by-law and all other by-laws of the Rhythmic Gymnastics Manitoba Inc. the following terms shall have the meanings ascribed to them unless the context otherwise specifies or requires:

- a. “Act” means The Corporations Act, R.S.M. 1987, c.C225, as from time to time amended, and every statute that may be substituted therefore and, in the case of such amendment or substitution, any references in the by-laws of the Association shall be read as referring to the amended or substituted provisions therefore;
- b. “Articles” means the articles of incorporation of the Association on which the Certificate of Incorporation is endorsed, as the same may from time to time be amended, supplemented or restated;
- c. “Association” means the Rhythmic Gymnastics Manitoba Inc.
- d. “Board” means the board of directors of the Association;
- e. “By-law” means any by-law of the Association from time to time in force and effect;
- f. “Director” means a member of the Board;
- g. “Executive Director” means the chief administrative officer of the Corporation;
- h. “Immediate Past President” means the person who most recently held the office of President, whether elected as President by the Members or appointed by the Board from amongst its members to act as President;
- i. “Member” means a member of the Association whether voting or non-voting.

1.02 All terms contained in the By-law, which are defined in the Act shall have the meanings given to such terms in the Act.

1.03 The headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions.

## ARTICLE 2 - HEAD OFFICE

2.01 The Head Office of the Association shall be located in Winnipeg, Manitoba.

## ARTICLE 3 - MEMBERSHIP

### Classes of Membership:

3.01 Membership in the Association shall be divided into the following classes:

#### *Non-Voting*

Associate Members – Any group (including but not limited to groups run by schools or by Parks and Recreation) involved in the delivery of a rhythmic gymnastics program, is entitled to become a Member of the Association upon completion of the required form, accompanied by the list of group member names, and payment of the fee established by the Board from time to time.

Clubs – Upon completion of the required form, accompanied by a list of group member names, those groups which are run by an executive and which have no less than 10 rhythmic gymnasts are entitled to become a Member of the Association, provided that each gymnast, coach, judge and executive is a registered Member of the Association.

Honorary members – Those persons who have made a significant contribution to the development of Rhythmic Gymnastics in Manitoba. The Board may, by resolution, appoint a person to be an Honorary Member upon receiving a nomination from one Director or two Members.

#### *Voting*

Athlete Member – Any person who is a member of a Club, which is a member of the Association, is entitled to become a member of the Association upon completion of the required registration form and payment of the fee established by the Board from time to time.

Coach Member – Any person who holds a certification in the National Coaching Certification Program is entitled to become a Member of the Association upon completion of the required registration form and payment of the fee established by the Board from time to time.

Official Member – Any person who holds valid Judge License, Minor Official license or Technical official license is entitled to become a Member of the Association upon completion of the required registration form and payment of the fee established by the Board from time to time.

Volunteer members – Any person who actively serves the organization in a capacity of a volunteer on the Board, standing committees of the Association or executive of the Club is entitled to become a member of the Association upon completion of the required registration form and payment of the fee established by the Board from time to time.

3.02 Associate Members, Clubs and Honorary Members are not entitled to a vote with respect to any matter which is to be decided by a vote of the Members.

3.03 Every Athlete, Coach, Official and Volunteer Member is entitled to one vote with respect to any matter which is to be decided by a vote of Members. The vote belonging to Members under the age of eighteen may be exercised by the parent or guardian who is designated as such on the Member's registration form regardless of whether the parent or guardian had a vote himself as a Coach, Official or Volunteer Member.

3.04 All memberships, other than Honorary memberships, must be renewed on an annual basis. Honorary memberships shall be for the term specified in the resolution establishing Honorary Member, which shall be at least two years long.

Fees:

3.05 The Board may from time to time fix the annual dues, fees or assessments payable by the Members. All such dues, fees or assessments shall be paid within 30 days of the due date.

3.06 Fees payable to the Association are non-refundable except where memberships are terminated for a cause, in which case the membership fee shall be refunded on a prorated basis.

3.07 Membership fees must be paid at least ninety days in advance of an annual or special meeting in order for the Member to have voting privileges at the meeting.

Resignation from Membership:

3.08 Any member may resign from membership in the Association upon notice in writing to the Head Office of the Association.

Termination for Cause:

3.09 Subject to clause 8.02 the Board, upon giving notice to a Member in accordance with the requirements set out in the Policy and Procedures Manual, may by resolution terminate or suspend any Member for conduct or behavior determined by the Board to be detrimental to the best interests of the Association. Such termination shall be communicated to the Member and the President of the Club to which the Member belongs, if applicable.

Indebtedness to Association:

3.10 All dues, fees, assessments, or other amounts outstanding as of the date of resignation or termination of a member shall remain a debt due to the Association by the member who resigns or whose membership is terminated.

## ARTICLE 4 - MEETINGS OF MEMBERS

Annual Meetings:

4.01 The annual meeting of the members required by section 127 of the Act shall be held at any place within Manitoba, on such day in each year and at such time as the Directors may by resolution determine provided always that the meeting shall be held on or before the 15<sup>th</sup> of June or such longer period of time as may be permitted by the Act.

4.02 At annual meetings there shall be presented a report of the Directors on the affairs of the Association for the previous year, comparative financial statements for the Association and the auditor's report thereon as required by the Act, and such other information or reports relating to the Association's affairs as the Directors may determine.

Special Meetings:

4.03 Special meetings of the Association may be held upon the call of the Board at such times and places as it may designate.

4.04 Special meetings shall be held upon the written request of at least five percent of Members with voting rights. Except for in those situations described in subsection 137 (3) of the Act, the President shall, within twentyone days after the filing of such a request with the office of the Association, call a special meeting. The business to be transacted at such special meeting shall be stated in the notice thereof, and no other business may be considered at those meetings.

Notice:

4.05 Written notice stating the day, hour and place of meeting and the general nature of the business to be transacted shall be given to each member and to the auditor of the Corporation at least 30 days before the date of every general meeting, provided always that a meeting of members may be held for any purpose at any date and time and at any place within Manitoba without notice if all the members are present in person or if all the absent members entitled to notice of such meeting shall have signified their assent in writing to such meeting being held and such assent may be validly given whether before or after the meeting to which such assent relates.

Omission of Notice:

4.06 The accidental omission to give notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the corporation shall not invalidate any resolution passed or any proceedings taken at any meeting of Members.

Voting:

4.07 The following members in good standing, present at any annual or special meeting of the Association, who have ninety days prior to the meeting paid their membership fees in full, shall be entitled to one vote on any matter:

- Athlete Members;
- Coach Members;
- Official Members;
- Volunteer Members

4.08 If a Member under the age of eighteen years, his or her vote may be exercised by the parent or guardian declared as such on his or her registration form.

4.09 At any meeting, unless a ballot is demanded, a declaration by the chair that a resolution has been carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion. A simple majority of the qualified votes cast shall determine any action of the Members present at the annual or special meeting unless the Act requires a special majority.

Chair:

4.10 Unless otherwise determined by a majority vote of those Members present at the start of the meeting, the annual general meeting and all special meetings shall be chaired by the President or, in his or her absence, one of the Vice-Presidents. In the absence of the President and the Vice-President, the Members shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of the Members present to be the chair for the meeting.

Adjournments:

4.11 The President may, with the consent of a majority of voting members present, adjourn the meeting to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the Members as long as the meeting is adjourned for less than thirty days. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Quorum:

4.12 The presence of twenty (20) members of the association shall be a quorum for a meeting.

ARTICLE 5 – ELECTION OF DIRECTORS

Election of Directors:

5.01 Along with notice of the Association's annual meeting, the Executive Director shall send a list of persons nominated to be Directors to those Members eligible to vote. The ballot shall clarify, in alphabetical order, the names of the candidates nominated for the available positions together with background information on the candidates. Voting shall occur at the annual meeting.

5.02 Eight<sup>1</sup> Directors shall be elected by majority vote of all eligible Members who vote. These eight<sup>2</sup> Directors shall occupy the positions of President, Vice President Marketing, Vice President Finance, Vice President Technical<sup>3</sup>, Events Chair, Elite Development representative, Community Development Representative and Athlete representative.

5.02 Three Directors shall be elected by majority vote of a group of members with a common interest as described below. These three Directors shall occupy the positions of the Coaches Chair, the Officials Chair and the Club representative and shall be elected by the following groups:

Coaching Chair shall be elected by Coach Members;

Officials Chair shall be elected by Official Members; and

Club representative shall be elected by the presidents of the Clubs.

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<sup>1</sup> Amended August 31, 1999

<sup>2</sup> Amended August 31, 1999

<sup>3</sup> Amended August 31, 1999

## ARTICLE 6 – BOARD OF DIRECTORS

### Duties and Responsibilities:

6.01 The affairs of the Association shall be governed by a Board which shall supervise, control, and direct all activities of the Association, its committees and publications, the disbursement of its funds, and the determination of its policies.

6.02 The Board shall actively pursue the mission and goals of the Association and may adopt such policies and procedures for the conduct of its business as may be deemed advisable.

6.03 The Board may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not by the By-laws or any special resolution of the Association or by statute expressly directed or required to be done by the Association at a meeting of the Members.

6.04 Every Director and officer of the Association shall act honestly and in good faith with a view to the best interests of the Association and exercise the care diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### Composition:

6.05 The Board of Directors shall be comprised of twelve (12) directors:

President;  
Immediate Past President;  
Vice President of Finance;  
Vice President of Marketing;  
Vice President Technical<sup>4</sup>;  
Events Chair;  
Elite Development representative;  
Athlete representative;  
Coaches Chair;  
Officials Chair;  
Club representative, and  
Community Development representative

### Qualification of Directors:

6.06 Every director shall be eighteen years of age and shall be a member who is not in default of his her obligations to pay dues, fees, assessment or any other amounts owing to the Association.

### Term of Office:

6.07 Except for the Directors elected to a one-year term following the ratification of By-law No.1, Directors shall be elected to a term of two years and may serve no more than three consecutive terms for a total of no more than six consecutive years *in the same position*. Directors elected for a one-year term following the ratification of the By-law No.1 may serve no

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<sup>4</sup> Amended August 31, 1999

more that three consecutive terms for a total of no more than five consecutive years *in the same position*.

6.08 Staggered terms shall be established at the first annual meeting at which this By-law is approved. At that meeting, the President, the Vice President Finance, the Coaches chair, the Events, Chair and the Club representative shall be elected for a two-year term of office. The Vice President of marketing, the Elite Development representative, the Athlete representative, the Officials Chair and the Community Development representative shall be elected for a one-year term of office. At each annual meeting thereafter, elections will be held for the five Directors whose terms have expired.

Vacation of Office:

6.09 A Director shall cease to hold office:

- a) In those circumstances described in section 1000, 103 and 104 of the Act; or
- b) If he or she ceases to be a Member in good standing of the Association.

Removal of Directors:

6.10 The Members of the Association may, by ordinary resolution pass at a special meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his or her term of office and may, by majority of the votes cast at such meeting, elect any qualified member in his or her stead for the remainder of the term.

Absenteeism:

6.11 If a Director is absent from three consecutive meetings of the Board without sufficient cause for same being shown to the Board, the Board shall ask the Director to resign. If he or she fails to do so, a special meeting of Members may be called to seek the removal of the Director.

Remuneration of Directors:

6.12 The Directors shall serve without remuneration and no Director shall directly or indirectly receive any profit from his position as such, provided always that:

- a) a Director may be paid reasonable expenses incurred by him in the performance of his duties; and
- b) the Board of directors shall at all times be free to grant special honoraria to any person or member of the Association, whether or not such person or member is also a Director of the Association, in recognition of special services rendered to the Association.

Conflict of Interest:

6.13 A director shall not be disqualified by reason of his office from contracting with the Association. Subject to the provisions of the Act, a Director shall not by reason only of his or her position be accountable to the Association or its members for any profit or gain realized from a contract or transaction in which he has an interest. Such contract or transaction shall not be voidable by reason only of such interest, or by reason only of the presence of a Director so interested at a meeting, or by reason only of his presence being counted in determining a quorum, provided that a declaration and disclosure of

such interest shall have been made at the time and in the manner prescribed by Section 115 of the Act, and the Director so interested shall have refrained from voting as a Director on the resolution approving the contract or transaction (except as permitted by the Act) and such contract shall have been reasonable and fair to the Association and shall have been approved by the Directors or Members of the Association as required by Section 115 of the Act.

6.14 If any Director or officer of the Association shall perform services for the Association otherwise than as Director or officer or shall be a member of a firm or a shareholder, director or officer of a company which is employed by or performs services for the Association, the fact of his or her being a Director or officer of the Association shall not disentitle such director or officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

## ARTICLE 7 - OFFICERS

### Number of Officers:

7.01 The officers of the Association shall be:

President  
Vice President Finance  
Vice President of Marketing  
Secretary  
Executive Director (*ex officio*)

### Election:

7.02 Members at the annual meeting shall elect, as required, the President, the Vice President Finance, and the Vice President Marketing. The Board shall annually elect a Director to the office of Secretary.

### Term of Office:

7.03 The officers shall remain in office for a two year term or until their successors are elected and may serve no more than three consecutive terms for a total of no more than six consecutive years in the same position.

### Removal of Officer:

7.04 All officers shall be subject to removal by resolution at anytime by the Board.

### Delegation of Duties of Officers:

7.05 In the case of the absence or inability to act of the President, the Vice Presidents, Secretary or any other officer of the Association or for any other reason that the Directors determine to be sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any other Director for the time being.

### Presiding at Meetings:

7.06 Except as is herein before and hereinafter provided, the President shall, when present, preside as chair at all meetings of the Board and of Members.

Vacancies:

7.07 If any office becomes vacant by reason of death, resignations, disqualification or otherwise the Directors may appoint an officer to fill such vacancy.

ARTICLE 8 - STANDING AND SPECIAL COMMITTEES

Executive Committee:

8.01 The executive committee shall be composed of the President, the Vice President Finance, the Vice President Marketing, the Secretary, and the Executive Director (ex. Officio without the right to vote) to which may be added on e other Director as determined by the Board.

Duties of Officers:

8.02 The duties of Officers are as follows:

- a) The Chair shall be responsible for the general supervision of the affairs and operations of the Society, shall preside at the Meetings of Members of the Society and at meetings of the Board and the Executive Committee and shall perform such other duties as may from time to time be established by the Board;
- b) The Vice-President Finance - shall perform the duties and exercise the powers of the Chair in the absence of the Chair, and shall cause to be kept all financial records as required by the Act and shall perform such other duties as may from time to time be established by the Board;
- c) The VP Marketing shall Chair the meetings of the Marketing Committee and shall perform such other duties as may from time to time be established by the Board;
- d) The Secretary- shall cause to be kept proper minutes of the meetings of Members, the Board and the Executive Committee, other records of the Society, and shall perform such other duties as may from time to time be established by the Board;
- e) The Executive Director shall support the Board in carrying out its duties and shall have overall management responsibility for all programs and activities of the Association.

Conduct Review Committee:

8.03 The conduct review committee is responsible for investigating and resolving complaints against Members which have been referred to it by the executive committee following the executive committee's initial review of, and recommendation with respect to, a written complaint received by it. The conduct-reviewed committee shall operate in accordance with terms of reference prepared by the Board and shall consist of six members, any three of whom shall constitute a panel to deal with a particular complaint. The conduct review committee shall be a standing committee consisting of four Directors and two Members, with a panel consisting of two Directors and one Member. If a member of the conduct review committee has a relationship with the Member being investigated which may affect his or her impartiality, he or she shall not sit on the panel investigating that particular complaint.

Nominating Committee:

8.04 The nominating committee shall consist of the Immediate Past President, who will chair the nominating committee, on other Director who is not seeking re-election and three Members who will not be seeking nomination as a Director. The nominating committee is responsible for putting forward a full slate of candidates for election to the Board and compiling a summary of each nominee's experience and background for distribution to the membership in advance of voting.

Nominations from the floor will be accepted only in cases where there are no advanced nominees for a particular Director position. Members nominated from the floor must satisfy the guidelines outlined in article 6.06, have the minimum of two years of experience in the rhythmic gymnastics community and also make a brief presentation to the members regarding their experience and background.

Standing Committees:

8.05 Standing Committees of the Association shall be established by the Board to conduct such business and perform such duties as may from time to time be determined and shall report to the Board and annually to the membership at the time of the annual meeting. The President shall be an *ex officio* of all standing and special committees and task forces of the Association except for the review conduct committee.

Special Committees and Task Forces:

8.06 The Board of Directors may appoint special committees or task forces as required from time to time.

ARTICLE 9 - MEETINGS OF DIRECTORS

Place of Meetings:

9.01 Meetings of the Board and of the executive committee may be held at the head office of the Association or at any other place within or outside Manitoba.

Convening of Meetings:

9.02 Meetings of Directors may be convened at any time by the President or by one of the Vice-Presidents and by the Secretary, upon direction of any three Directors.

9.03 The Board may from time to time by resolution determine to hold meetings and shall by such resolution fix the dates or times of such regular meetings. So long as any such resolution is in effect the Secretary of the Association shall convene such regular meetings by notice given in the manner hereinafter referred to.

Notice of Meetings:

9.04 Notice of any meeting of Directors stating the day, hour and place of the meeting, the items to be discussed and relevant reference material shall be given to each Director at five business days before the meeting is to take place, provided always that a meetings of the Board may be held without formal notice if all the Directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meetings or any irregularity in any

meeting or in the notice thereof may be waived by any Director and such waiver may be validly given either before or after the meeting to which such waiver relates.

9.05 For the first meeting of the Board to be held immediately following the election of Directors at an annual or special general meeting of the Members or for a meeting of the at which a Director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order for the meeting to be duly constituted, provided that a quorum of the Directors is present.

9.06 If all of the Directors consent, a Director may participate in a meeting of the Board by means of telephone or such other communication facilities as permit all persons participating in the meeting to hear each other, and the Director participating in the meeting by that means is deemed for the purposes hereof to be present at the meeting.

Quorum and Voting:

9.07 A majority of Directors shall constitute a quorum for the transaction of business.

9.08 Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes the President of the meeting in addition to his original vote shall have a second or casting vote.

9.09 A Director who is present at a Board or committee meeting is deemed to have consented to any resolution passed or action taken at such meetings unless his or her dissent is recorded in the manner required by section 118 of the Act. A Director who abstains from voting as a result of declared conflict of interest shall have his or her abstention noted as such.

ARTICLE 10 - INDEMNITIES TO DIRECTORS AND OTHERS

10.01 Each Director or officer of the Association or other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, administrators, legal representatives and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:

- a) all costs, charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liability; and
- b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof;

except such costs, charges or expenses as are occasioned by his own willful neglect or default.

ARTICLE 11 - FOR THE PROTECTION OF DIRECTORS AND OFFICERS

11.01 No Director or officer for the time being of the Association shall be liable for acts, receipts, neglects or defaults of any other Director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense suffered or incurred by the Association through the insufficiency or deficiency of title to any property acquired by the Association or for or on behalf of the Association, or to the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Association shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person, firm or Association, including any person, firm or Association with whom or which any money, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Association or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful neglect or default.

11.02 The Directors for the time being of the Association shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into by the name or on behalf of the Association, except such as shall have been submitted to and authorized or approved by the Board.

#### ARTICLE 12 - EXECUTIVE DIRECTOR

12.01 The Board may appoint an Executive Director who shall be employed at the pleasure of the Board subject to any contractual arrangements between the Executive Director and the Association.

12.02 The Executive Director shall be responsible for the management of the Association in accordance with the policies and procedures established by the Board and shall serve as the chief operating officer of the Association and shall assume direct responsibility for all staff of the Association.

12.03 The Executive Director shall at all times devote full effort to the fulfillment of the Mission and Goals of the Association and to the welfare of its members.

12.04 The Executive Director shall serve as an *ex officio* member of all committees of the Association except the conduct review committee and shall attend all meetings of the Board and Executive Committee.

12.05 The Executive Director shall not be a Director of the Association.

#### ARTICLE 13 - SIGNING AUTHORITY AND FINANCES

##### Signing Authority:

13.01 All cheques issued or endorsed in the name of the Association shall be signed by such officers, employees or agents of the Association in such manner as shall be determined from time to time by resolution of the Board.

13.02 Contracts, documents or instruments in writing requiring the signature of the Association may be signed by any two officers following approval by the Board and all shall be binding upon the Association without further authorization or formality.

13.03 The Board shall have the power from time to time by resolution to appoint any officer or officers or any other person or persons on behalf of the Association to sign contracts, documents or instruments.

Banking:

13.04 The banking business of the Association shall be transacted with such bank, trust company, credit union or other firm or Association carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution. Any one of such officers, employees or agents so appointed may arrange, settle, balance and certify all books and accounts between the Association's bankers and the Association and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balances and releases or verification slips.

Surplus Funds of the Association:

13.05 The Board of Directors may set aside a reserve for contingencies from the surplus funds of the Association or may invest surplus funds in a manner as may be determined from time to time by resolution of the Board.

ARTICLE 14 - AUDITORS

14.01 An auditor shall be appointed each year at the annual meeting of the Members of the Association.

ARTICLE 15 - FINANCIAL YEAR

15.01 The financial year of the Association shall commence on the first day of April of each year.

ARTICLE 16 - DISSOLUTION

16.01 In the event that the Association is dissolved, and after the payment of all indebtedness of the Association, the remaining funds, investments, and other assets shall be used for the purposes of providing services of social welfare, health, civic improvement, education, or other objects of a benevolent or charitable nature.

ARTICLE 17 - AFFILIATION

17.01 The Association shall be affiliated with the Canadian Rhythmic Sportive Gymnastics Federation and with other Associations or entities that are considered appropriate by the Board.

ARTICLE 18 AMENDMENTS OF BYLAWSS

18.01 These Bylaws may only be amended, revised, repealed or added to by a Special Resolution at a General Meeting.

18.02 The 30 days written notice of the General Meeting of the Association must include details of the proposed resolution to change the Bylaws.

ARTICLE 19 ADOPTIONS OF THESE BYLAWS

19.1 These Bylaws are ratified by a Special Resolution of the Members on June 26<sup>th</sup>, 2007.

19.2 In ratifying these Bylaws, the Members of the Association repeal all prior Bylaws of the Society provided that such repeal does not impair the validity of any action taken pursuant to the repealed Bylaws.

WITNESS THE SEAL OF THE CORPORATION.

\_\_\_\_\_  
President

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Secretary